

JUL 20 2009

8-00 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, NW  
SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

July 20, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease of Railroad Equipment, dated as of July 3, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease of Railroad Equipment previously filed with the Board under Recordation Number 24268.

The names and addresses of the parties to the enclosed document are:

Lessee: Illinois Central Railroad Company  
c/o Canadian National Railway Company  
935 de La Gauchetiere Street West  
Montreal, Quebec  
Canada H3B 2M9

Owner: BTMU Capital Corporation  
111 Huntington Avenue  
Boston, MA 02199

Anne K. Quinlan, Esquire  
July 20, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

260 railcars within the series CN 388000 – CN 388814 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index follows:

Termination of Lease of Railroad Equipment.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord". The signature is fluid and cursive, with a large initial "R" and "A".

Robert W. Alvord

RWA/sem  
Enclosures

JUL 2 3 09

8-00 AM

## SURFACE TRANSPORTATION BOARD

## TERMINATION OF LEASE OF RAILROAD EQUIPMENT

**THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT** is made as of July 3, 2009 by **BTMU Capital Corporation** (the "Lessor") and **Illinois Central Railroad Company** (the "Lessee").

## WITNESSETH:

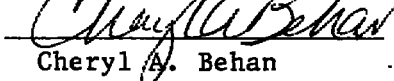
1. Lessor (formerly known as **BTM Capital Corporation**) and Lessee entered into a Lease of Railroad Equipment dated as of December 30, 2002 (the "Lease") covering the two-hundred sixty (260) units of railroad rolling stock more particularly described in Schedule A hereto (the "Units");
2. To evidence the Lease, a Memorandum of Lease of Railroad Equipment dated as of January 3, 2003 was (i) filed at the Surface Transportation Board on January 3, 2003 at 10:56 A.M. with primary recordation number 24268 and (ii) deposited at the Registrar General of Canada on January 3, 2003 at 11:31 A.M.;
3. As of the date hereof, two-hundred fifty-nine (259) of the Units were subject to the Lease and the Casualty Value (as defined in the Lease) has been heretofore paid for the one (1) Unit marked CN 388523; and
4. Lessee has (i) performed all of its obligations under the Lease and (ii) purchased the Cars from Lessor on the date hereof.

**NOW THEREFORE**, for good and valuable consideration, Lessor and Lessee agree and acknowledge for the public record that (i) the Lease is hereby terminated (except for such terms thereof which expressly survive termination), (ii) any security interest in the Units of Lessor is hereby irrevocably and unconditionally released and (iii) Lessor has conveyed all its right, title and interest in the Units to Lessee.

**IN WITNESS WHEREOF**, the Lessor and Lessee have caused this Termination of Lease of Railroad Equipment to be executed as of the date first above written by its officers thereunto duly authorized and each such officer declares pursuant to 28 U.S.C. §1746 under penalty of perjury that the foregoing is a true and correct document.

**BTMU CAPITAL CORPORATION,**  
Owner

**ILLINOIS CENTRAL RAILROAD COMPANY,**  
Lessee

By:   
Name: Cheryl A. Behan  
Title: Senior Vice President

By:   
Name: John A.N. Lamont  
Title: Sr. Manager, Asset Finance

## Schedule A

### Description of Units

Two-hundred sixty (260) 5,250 cu. ft. 100-ton steel LO covered hopper cars built by Trenton Works, Ltd. of Trenton, Nova Scotia from June 1995 through June 1996 bearing the railroad reporting marks and numbers as set forth below:

CN	388000	CN	388105	CN	388214	CN	388304
CN	388001	CN	388107	CN	388217	CN	388307
CN	388002	CN	388108	CN	388220	CN	388310
CN	388003	CN	388114	CN	388227	CN	388312
CN	388004	CN	388118	CN	388229	CN	388315
CN	388005	CN	388119	CN	388232	CN	388317
CN	388011	CN	388121	CN	388233	CN	388318
CN	388012	CN	388122	CN	388234	CN	388319
CN	388013	CN	388125	CN	388235	CN	388320
CN	388015	CN	388126	CN	388236	CN	388322
CN	388021	CN	388130	CN	388237	CN	388323
CN	388023	CN	388137	CN	388238	CN	388324
CN	388024	CN	388138	CN	388239	CN	388326
CN	388025	CN	388141	CN	388244	CN	388327
CN	388031	CN	388142	CN	388246	CN	388328
CN	388032	CN	388150	CN	388251	CN	388329
CN	388039	CN	388155	CN	388252	CN	388330
CN	388045	CN	388156	CN	388253	CN	388334
CN	388046	CN	388158	CN	388254	CN	388336
CN	388048	CN	388161	CN	388260	CN	388337
CN	388051	CN	388163	CN	388261	CN	388339
CN	388053	CN	388164	CN	388267	CN	388342
CN	388054	CN	388165	CN	388269	CN	388344
CN	388057	CN	388169	CN	388270	CN	388346
CN	388061	CN	388172	CN	388271	CN	388347
CN	388063	CN	388179	CN	388274	CN	388352
CN	388069	CN	388181	CN	388278	CN	388353
CN	388070	CN	388183	CN	388281	CN	388354
CN	388075	CN	388190	CN	388283	CN	388355
CN	388077	CN	388193	CN	388284	CN	388356
CN	388078	CN	388103	CN	388285	CN	388359
CN	388079	CN	388104	CN	388287	CN	388361
CN	388083	CN	388197	CN	388292	CN	388362
CN	388085	CN	388201	CN	388293	CN	388364
CN	388087	CN	388205	CN	388294	CN	388365
CN	388088	CN	388207	CN	388299	CN	388374
CN	388089	CN	388210	CN	388300	CN	388377
CN	388100	CN	388213	CN	388303	CN	388381

CN	388390	CN	388517	CN	388755
CN	388402	CN	388518	CN	388756
CN	388403	CN	388520	CN	388758
CN	388404	CN	388523	CN	388775
CN	388406	CN	388526	CN	388777
CN	388409	CN	388527	CN	388779
CN	388412	CN	388535	CN	388780
CN	388415	CN	388541	CN	388785
CN	388417	CN	388542	CN	388789
CN	388420	CN	388545	CN	388791
CN	388429	CN	388546	CN	388793
CN	388430	CN	388549	CN	388799
CN	388435	CN	388550	CN	388800
CN	388436	CN	388554	CN	388803
CN	388437	CN	388555	CN	388806
CN	388440	CN	388556	CN	388808
CN	388442	CN	388560	CN	388810
CN	388443	CN	388561	CN	388814
CN	388444	CN	388565		
CN	388446	CN	388579		
CN	388448	CN	388580		
CN	388454	CN	388581		
CN	388456	CN	388590		
CN	388459	CN	388595		
CN	388460	CN	388599		
CN	388463	CN	388602		
CN	388464	CN	388689		
CN	388467	CN	388691		
CN	388470	CN	388698		
CN	388474	CN	388710		
CN	388475	CN	388713		
CN	388479	CN	388717		
CN	388480	CN	388718		
CN	388481	CN	388719		
CN	388484	CN	388722		
CN	388486	CN	388725		
CN	388488	CN	388726		
CN	388493	CN	388730		
CN	388495	CN	388731		
CN	388496	CN	388733		
CN	388498	CN	388739		
CN	388499	CN	388741		
CN	388503	CN	388745		
CN	388504	CN	388748		
CN	388514	CN	388750		